

KELLEY DRYE & WARREN LLP

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Attorneys for the Official Committee
of Unsecured Creditors of Bachrach Acquisition, LLC,

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
BACHRACH ACQUISITION, LLC,) Chapter 11
Debtors.) Case No. 09-12918 (SMB)
)
)

**SECOND SUPPLEMENTAL DECLARATION AND DISCLOSURE STATEMENT OF
ERIC R. WILSON IN CONNECTION WITH THE RETENTION OF
KELLEY DRYE & WARREN LLP AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF BACHRACH ACQUISITION, LLC**

ERIC R. WILSON, being of full age, hereby states:

1. I am a partner in the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), which maintains offices at 101 Park Avenue, New York, New York 10178. Since May 27, 2009, Kelley Drye has been retained by and served as counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Bachrach Acquisition, LLC (the “Debtors”).

2. I am familiar with the matters set forth herein and submit this Second Supplemental Declaration and Disclosure Statement (“Disclosure”), pursuant to section 1103(a) of title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 2014-1, and

Kelley Drye's continuing duty to disclose information related to (i) the Application of the Official Committee of Unsecured Creditors of Bachrach Acquisition, LLC to Retain and Employ Kelley Drye & Warren LLP as Counsel, *Nunc Pro Tunc* to May 27, 2009 (Docket No. 128), dated June 26, 2009 and entered on June 26, 2009 by Kelley Drye on behalf of the Committee; and (ii) the Order Signed on August 5, 2009, Authorizing the Retention and Employment of Kelley Drye & Warren LLP as Counsel to the Official Committee of Unsecured Creditors of Bachrach Acquisition, LLC, *Nunc Pro Tunc* to May 27, 2009 (Docket No. 144).

3. On May 6, 2009 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On July 1, 2009, Kelley Drye received the names of additional creditors from the Debtor and performed an additional conflicts check in connection therewith. The results of the conflicts check are as follows:

4. Kelley Drye currently represents an unsecured creditor of the Debtor, Adecco Employment Services or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

5. Kelley Drye represented an unsecured creditor of the Debtor, ADT Security Services, Inc., in matters unrelated to the Debtor's chapter 11 case that concluded more than three years ago.

6. Kelley Drye currently represents an unsecured creditor of the Debtor, Ameren Services Company or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

7. Kelley Drye currently represents an unsecured creditor of the Debtor, AT&T or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

8. Kelley Drye currently represents an unsecured creditor of the Debtor, Forest City Enterprises, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .02%.

9. Kelley Drye currently represents an unsecured creditor of the Debtor, GMAC Commercial Finance, LLC or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .12%.

10. Kelley Drye currently represents an unsecured creditor of the Debtor, Graphic Systems Group or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was less than .01%.

11. Kelley Drye currently represents an unsecured creditor of the Debtor, IBM Corporation or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

12. Kelley Drye currently represents an unsecured creditor of the Debtor, Insight or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was less than .01%.

13. Kelley Drye represented an unsecured creditor of the Debtor, Mayfair Property, Inc., in matters unrelated to the Debtor's chapter 11 case that concluded approximately two years ago.

14. Kelley Drye represented an unsecured creditor of the Debtor, Medco Supply Company or its affiliates in matters unrelated to the Debtor's chapter 11 case that concluded approximately two years ago.

15. Kelley Drye currently represents an unsecured creditor of the Debtor, Paetec Communications, Inc. or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was less than .01%.

16. Kelley Drye represented an unsecured creditor of the Debtor, Pyramid Management Group, Inc., in matters unrelated to the Debtor's chapter 11 case that concluded more than three years ago.

17. Kelley Drye currently represents an unsecured creditor of the Debtor, RSM McGladrey or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was less than .01%.

18. Kelley Drye currently represents an unsecured creditor of the Debtor, Saber or its affiliates, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

19. Kelley Drye currently represents an unsecured creditor of the Debtor, Siemens Enterprise Comm. Inc. or its affiliates, in matters unrelated to the Debtor's chapter 11

case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .06%.

20. Kelley Drye currently represents an unsecured creditor of the Debtor, UPS, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .33%.

21. Kelley Drye currently represents an unsecured creditor of the Debtor, Verizon, in matters unrelated to the Debtor's chapter 11 case. The percentage of Kelley Drye's annual revenue for fiscal year 2008 attributable to this party was .01%.

22. Based on the foregoing, to the best of my knowledge and information, Kelley Drye does not hold nor represent any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in connection with these chapter 11 cases. Kelley Drye is continuing and will continue to review potential conflicts and will file additional supplemental disclosures as appropriate.

23. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 21, 2009

KELLEY DRYE & WARREN LLP

By: /s/ Eric R. Wilson

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